THE PNC FINANCIAL SERVICES GROUP, INC.

BOARD OF DIRECTORS

HUMAN RESOURCES COMMITTEE CHARTER

AS APPROVED BY THE BOARD OF DIRECTORS
ON NOVEMBER 5, 2026

1. General

The Human Resources Committee (Committee) operates as a committee of the Board of Directors (Board) of The PNC Financial Services Group, Inc. (PNC). The Board established this Committee in accordance with Article V, §1.4 of the PNC By-Laws and applicable Pennsylvania laws and regulations.

Each year, the Board shall appoint a Committee chair (Chair) and other members of this Committee on the recommendation of the Board's Nominating and Governance Committee. The Board may replace any member of this Committee.

The Committee must have at least three members. All members of the Committee must meet the independence requirements of the New York Stock Exchange and any other standards of independence applicable to PNC. No member of the Committee shall be an officer or former officer of PNC.

The Committee may also appoint a secretary, who need not be a member of the Board, and may delegate to its Chair or other persons such power and authority as the Committee deems to be appropriate, except such powers and authorities required by law to be exercised by the whole Committee or by a subcommittee of at least two members.

The Committee will meet as often as the Committee or the Committee Chair determines, but not less frequently than four times each year. The Committee may meet in executive session, from time to time, without members of management of PNC present.

A majority of Committee members shall constitute a quorum for the transaction of business, and the acts of a majority of the Committee members present at a meeting at which a quorum is present shall be the acts of the Committee. Any action which may be taken at a meeting of the Committee may be taken without a meeting if a written consent setting forth the action so taken is signed by all members of the Committee, which action may be in electronic form and delivered by electronic means. One or more Committee members may participate in a meeting by means of communication facilities enabling all persons participating in the meeting to hear each other.

2. Committee Purposes

The purpose of the Committee is to discharge the Board's responsibilities relating to the compensation of PNC's executive management and other specified responsibilities related to human resources matters affecting PNC.

3. Committee Responsibilities

This section describes some of the oversight responsibilities of the Committee. This list is not intended to be exhaustive, and the Committee may take on additional responsibilities from time to time. Some of these responsibilities are intended to be subject to annual (or more frequent) review by the Committee, while other responsibilities are intended to be subject to review as necessary, advisable, or appropriate.

A. The Committee shall be responsible for reviewing and recommending to the Board the appointment of each officer who is to be designated by the Board as an executive officer of PNC for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (each, a "Section 16 Executive Officer"), and such other executive positions as the members of the Committee may from time to time determine to be appropriate, and shall evaluate, and report to the Board on, the performance of each such officer and any other designated executive on at least an annual basis; except for the appointment and evaluation of the General Auditor and the Chief Risk Officer, which shall be performed by the Board's Audit Committee and Risk Committee, respectively. The recommendation as to whether the individual serving as the General Auditor or the Chief Risk Officer be designated a Section 16 Executive Officer will remain the responsibility of the Committee.

B. The Committee shall be responsible for overseeing PNC's programs, policies, and practices related to talent and human capital strategy at PNC; the recruitment, development, retention and advancement of talent; employee engagement, health, safety and well-being; and corporate culture. Unless reviewed or evaluated by the full Board, the Committee is also responsible for overseeing and reviewing the succession plans with supporting material for the Chief Executive Officer, his or her direct reports and other key positions, except for the succession planning for the General Auditor and Chief Risk Officer and their related direct reports and key positions, which shall be performed by the Board's Audit Committee and Risk Committee, respectively. This oversight includes succession plan changes and decisions that occur outside the annual Board approval process. Unless otherwise reviewed and approved by the Board, the Committee shall review and approve a written talent management program that provides for development, recruitment and succession planning for the Chief Executive Officer, his or her direct reports and other key positions. The Committee shall require management to assign individuals specific responsibilities within the talent management program. The program's effectiveness will be

taken into consideration in connection with those individuals' performance evaluations and/or compensation decisions.

C. The Committee shall review with the Chief Executive Officer and the chief Human Resources executive the material criteria generally used in evaluating executive officer performance and the objectives and processes used in establishing appropriate executive officer compensation, retention, incentive, severance and benefit policies and programs. As part of this process, the Committee shall seek appropriate assurances from management that compliance with PNC's Code of Business Conduct and Ethics, commitment to core values and culture, and effective participation in risk management are made important components of an executive officer's performance evaluation, as appropriate in light of the executive officer's responsibilities.

D. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel, or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel, or other adviser retained by the Committee. PNC will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or other adviser retained by the Committee. The Committee may select a compensation consultant, independent legal counsel, or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

1. the provision of other services to PNC by the person that employs the compensation consultant, legal counsel, or other adviser;

2. the amount of fees received from PNC by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;

3. the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;

4. any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;

5. any stock of PNC owned by the compensation consultant, legal counsel or other adviser; and

6. any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of PNC.

For any compensation consultant that is determined to be independent from management, the Committee will periodically, but at least annually, confirm that such compensation consultant remains independent from management, consistent with the criteria listed in this section.

E. The Committee shall annually review and approve corporate goals and objectives relevant to the performance and compensation of the Chief Executive Officer and shall evaluate the Chief Executive Officer's performance in light of those goals and objectives. The Committee shall determine and approve the Chief Executive Officer's compensation level based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee will consider such factors as PNC's performance and achievement of strategic objectives, performance compared to peer companies, and relevant market data.

F. With respect to the Chief Executive Officer, all other Section 16 Executive Officers, and any other senior executives that the Committee may specifically designate from time to time as being subject to this authority, the Committee shall:

1. oversee the overall compensation program;

2. have the authority to determine and approve, or make recommendations to the Board with respect to, the annual base salary, short-term and long-term incentive compensation opportunities and awards, perquisites or benefits paid in kind, employment agreements, severance arrangements, change in control agreements or provisions, and special or supplemental opportunities or awards; except for the approval of the compensation (including salary adjustment) of the General Auditor and the Chief Risk Officer under the compensation program, which shall be approved by the Board's Audit Committee and the Risk Committee, respectively; and

3. in making decisions or recommendations pursuant to this authority, consider factors that the Committee deems to be relevant, including the outcome of any shareholder advisory votes on compensation-related matters.

G. The Committee shall oversee and have the authority to approve or make recommendations to the Board with respect to the adoption of or changes to employee benefit, bonus, incentive compensation, severance, equity-based or other compensation or incentive plans or arrangements of PNC (including subsidiaries or controlled affiliates), if

such plans or arrangements require Committee, Board, or shareholder approval, or if the Committee shall otherwise determine.

H. The Committee will evaluate whether certain incentive compensation arrangements appropriately balance risk and financial results in a manner that does not encourage employees to expose PNC to imprudent risks and will review management's efforts in identifying and tracking employees who, either individually or as part of a group, have the ability to expose PNC to material amounts of risk.

I. The Committee shall review and assess, on a periodic basis, guidelines or policies regarding PNC stock ownership by the Section 16 Executive Officers.

J. The Committee shall periodically review, as necessary, advisable or appropriate, policies or procedures regarding the clawback or recoupment of incentive compensation that apply to the Chief Executive Officer, all other Section 16 Executive Officers, and any other senior executives that the Committee may specifically designate from time to time as being subject to its authority.

K. The Committee shall perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive compensation, incentive, equity-based or other plan.

L. With respect to the proxy statement filed in connection with PNC's annual meeting of shareholders, the Committee shall:

1. review and discuss with management the Compensation Discussion and Analysis ("CD&A") to be included in the proxy statement;

2. determine whether to recommend to the Board that the CD&A be included in the proxy statement, and upon such a recommendation, approve the Compensation Committee Report to be included in the proxy statement, with names of each member of the Committee listed below it;

3. review and evaluate any compensation-related matters to be considered by shareholders at the annual meeting, including those proposed by management or shareholders, and recommend any actions to be taken by the Board with respect to those proposals; and

4. review the outcome of any shareholder votes on compensation-related matters, including the outcome of the say-on-pay vote, and assess any potential actions in response to any such outcome.

M. The Committee shall also:

1. Report regularly to the Board on its activities.

2. Maintain minutes of its meetings and records relating to those meetings and the Committee's activities.

3. Have authority to obtain advice and assistance from internal or external legal, compensation, accounting, or other advisors, and, as appropriate, seek assurances from internal or external advisors that compensation and benefits are appropriate, legally permissible and, where required, properly disclosed to, or approved by, PNC's shareholders.

4. Form and delegate authority to subcommittees of one or more Committee members when appropriate and as permitted by law.

5. Review and reassess the adequacy of this Charter annually and recommend to the Board any proposed changes to this Charter.

6. Conduct an annual evaluation of the Committee's performance.

4. Committee Reliance

In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

A. One or more officers or employees of PNC (or any subsidiary) whom the Committee member reasonably believes to be reliable and competent in the matters presented.

B. Counsel, independent auditors, compensation consultants, or other persons as to matters that the Committee member reasonably believes to be within the professional or expert competence of such person.

C. Another committee or subcommittee of the Board as to matters within its designated authority which committee or subcommittee the Committee member reasonably believes to merit confidence.